



ANTI-CORRUPTION AND ANTI-MONEY LAUNDERING (AML) POLICY PRODATA ENERGY C.A.

Objectives

PRODATA ENERGY is committed to conducting business with honesty, efficiency, integrity, integrity, honesty and responsibility. These are and have always been our principles since the company was founded in 1971.

We have an obligation and responsibility to comply with all applicable laws of the countries where we operate. This includes applicable anti-corruption laws, as well as international regulations such as the U.S. Foreign Corrupt Practices Act (FCPA) and similar laws in other countries.

This policy applies to all PRODATA ENERGY employees regardless of where they are located. All PRODATA ENERGY employees are responsible for complying with this policy during the performance of their duties on behalf of the company.

PRODATA ENERGY management is responsible for ensuring that employees under its supervision and authority comply with this policy. Management has vested compliance responsibilities in certain employees. Compliance personnel will assist PRODATA ENERGY employees in understanding and complying with this policy and will take the necessary steps to uphold and carry out an anti-corruption program. However, the responsibility for compliance will continue to rest primarily on PRODATA ENERGY employees.

PRODATA ENERGY operations in certain countries may require additional specific anti-corruption guidelines in order to comply with local laws and respond to local requirements. Any additional country-specific guidelines must conform to this policy. Violation of any national, state or foreign law will not be permitted or tolerated.

PRODATA ENERGY's audit committee is responsible for overseeing this policy and the company's anti-corruption program.

Roberto Villalba, in his capacity as CEO, oversees compliance with this policy and the company's anti-corruption program. Under his direction, the compliance officers of the Audit and Ethics Committee handle the day-to-day requests and routine approvals as described in this policy. Questions regarding this policy and/or requests for approvals should be directed to roberto.villalba@prodata-energy.com.

II. All forms of bribery and corruption are prohibited.

Bribery occurs when personnel directly or indirectly provide benefits (items of value) to individuals, including government officials, business partners, customers or potential customers for their personal benefit, in order to influence their actions or decisions relating to their official or company positions. Sometimes bribery is evident, but there are cases in which it is very subtle.

PRODATA ENERGY employees are responsible for recognizing the red flags that indicate possible bribery or corruption and responding appropriately as outlined in this policy.

The laws in effect prohibit bribery and corruption by both public officials and private individuals. When dealing with public officials, PRODATA ENERGY employees must pay special attention, as the consequences in cases of corruption involving the public sector and individuals concerned can be especially harsh for the company.

Public officials are susceptible to engaging in corrupt practices, including but not limited to:

- Heads of state, ministers and other political appointees; civil servants; other employees employed full or part-time by the government; private citizens holding any public office; security personnel (military, police, intelligence agents); judges and legislators; directors and employees of state-owned or state-controlled enterprises (e.g.); and employees of other public institutions, including universities, laboratories, hospitals and the like.



III. Acceptable Expenses Policy

PRODATA ENERGY acknowledges that gift giving, entertainment and sponsorship are a legitimate part of doing business in many countries. However, you are responsible for complying with the Gift, Entertainment and Sponsorship Policy as these activities may be considered corrupt practices in some cases.

PRODATA ENERGY's Gifts, Entertainment and Sponsorships Policy sets out when such expenditures are permissible and when they are prohibited, as well as the checks and balances applied to such expenditures.

When dealing with customers, partners or government officials, employees must ensure that they offer, give and receive gifts, meals and entertainment, and pay for travel only if these items are reasonable in value, adhere to the recipient's own laws and regulations, are not given with any corrupt intent to improperly influence the recipient's actions or decisions, and are few and far between.

Any gift or entertainment provided to a third party pursuant to this principle must be properly reflected in the books and records of the PRODATA ENERGY business unit that provides it.

This policy seeks to ensure that PRODATA ENERGY manages these legitimate business practices in a manner consistent with this anti-corruption manual, that it complies with all applicable laws and regulations, and that it has accurate books and records to reflect these expenditures.

This Principle applies globally to all employees regardless of their position and may apply to individuals who act on behalf of PRODATA ENERGY.

To broaden the scope of this policy, a gift, meal, travel opportunity or entertainment shall be referred to as a "business courtesy". The term "gift" means any gift, bonus, favor, benefit, discount, grace, or other tangible or intangible item that has a monetary value for which the recipient does not pay fair market value. A "gift" also includes meals, beverages, entertainment and recreation (tickets, passes, etc.), services, training, transportation, discounts, promotional items, accommodations, gift cards or tickets whose numbers will be drawn during the course of an event.

No PRODATA ENERGY employee may give or receive a business courtesy in violation of a law, regulation, contract or agreement, or reasonable market custom.

Gifts of items in quantities intended for personal or business use that are marked with PRODATA ENERGY promotional labels are generally appropriate.

In deciding on the appropriateness of giving or receiving a business courtesy, employees should consider: (i) how it compares in value to customary gift-giving practices in the relevant industry and country; (ii) whether there are any legal or regulatory restrictions; (iii) the total value of business courtesies for or from that person or entity in the current year; (iv) the appropriateness of the business courtesy given the PRODATA ENERGY employee's position in the company; (v) the impact of the business courtesy on establishing positive business relationships with the recipient or provider of the business courtesy; and, (vi) whether an objective third party would consider the business courtesy as reasonable in cost and amount or as extravagant.

This Principle even applies when personal funds or assets are used and reimbursement from the company is not expected. Whenever a business courtesy may be perceived as being given on behalf of PRODATA ENERGY, this Principle must be observed.

If an employee intends to offer, or is offered, a business courtesy that could be viewed as excessive under this Principle, the employee must receive prior approval from his or her supervisor and the audit committee, who, in turn, must notify the manager and of such an occurrence.

Examples of business courtesies and circumstances that are considered in violation of this policy may include the following:

Giving or receiving cash or cash-equivalent items such as gift cards, gift certificates or vouchers almost always violates this Principle. In limited and well-defined circumstances, under special



conditions, PRODATA ENERGY's policies and procedures may allow such gifts, but before acting, employees should consult with the audit committee. When in doubt, it is best to avoid problems and to avoid or receive such gifts.

Giving or receiving business courtesies that are too costly or too frequent to be within the market customs or business situation; such extravagant courtesies will almost always violate this Principle.

Giving or receiving business courtesies that are intended to influence, or appear to influence, improperly or in a corrupt manner a decision in connection with PRODATA ENERGY. Bribes and kickbacks are illegal and violate this Principle.

Offering a business courtesy that would violate the policy of the recipient's company or agency.

Offering or providing business courtesies to government employees, unless it is a clearly lawful practice under applicable laws and regulations, or prior to obtaining approval from the Director.

Giving a business courtesy to reward a government employee for a decision he or she makes.

Organizing raffles or other "gifts" for a group that is mainly composed of government employees who would not be able to accept the raffle or gift prize if it were offered to them as a gift.

Sanctions:

Failure to comply with the law and this PRODATA ENERGY policy is subject to disciplinary action, including termination of employment.

IV. Facilitation Payments

"Facilitation payments" is a term that is used in different contexts around the world. In some countries, a facilitation payment is a disguised term for a bribe. In others, as in the case of the FCPA (Foreign Corrupt Practices Act in the U.S.), it is a well-defined term that refers to certain expedited, or "facilitated" payments, which, while not illegal, must be properly accounted for and recorded in the company's books.

Facilitation payments are illegal under the laws of most countries in the world. Consistent with its policy of compliance with all applicable laws, PRODATA ENERGY does not permit facilitation payments. If you are asked to make a facilitation payment, you should refuse to do so. You are not permitted to make such payments while performing professional duties for the company, even if they are made out of personal finances and you do not seek reimbursement for them. All requests for facilitation payments must be reported to the Global Ethics Compliance Officer.

V. Political Activities

Company assets may not be used for political contributions and activities. The use of company funds, property or other company assets to make contributions or offer things of value to political candidates, political parties or party members is not permitted. The company will not reimburse any employee for making personal contributions for political purposes. Everyone is free to engage in political activities on their own time and own expense, as long as it does not interfere with the performance of their duties at PRODATA ENERGY and is not done on behalf of the company. In addition to being prohibited by company policy, such payments may raise issues with the anti-corruption program.

VI. Policies on Charitable Activities

Contributions to charitable organizations and for sponsorship of events require special consideration.

PRODATA ENERGY is committed to serving the communities in which it operates. To that end, PRODATA ENERGY employees may sponsor events or make contributions to charitable organizations for educational, social or other legitimate business purposes. Anti-corruption laws do not prohibit legitimate donations and sponsorships. But we have an obligation to ensure that funds earmarked for such purposes are used for their intended purpose and are not diverted and that they reach the appropriate recipients and intended purposes. This policy covers contributions and sponsorships of events for known charitable organizations known to be for legitimate business



purposes that are modest in amount and do not pose special problems. They may be carried out without prior approval.

Contributions and sponsorships of events that may create special concerns require the prior approval of the region's chief legal officer or chief financial officer.

Examples of what may be cited as special concerns in the sponsorship of charitable activities include:

- When the charity or event is suspected or thought to be closely associated with a public official or a close family member or business associated with a public official.
- The donation or sponsorship has been solicited by a public official. The charity or the organizers of the event are not forthcoming about the use of the funds.
- The entity soliciting the funds is not an established or known organization.
- The charity or event organizers request that the contribution be made in cash.
- Any other fact or circumstance that leads you to question whether the contribution will be used appropriately.

PRODATA ENERGY employees are expected to use good judgment in this regard, but contributions below One Hundred U.S. Dollars (US\$100) at the applicable exchange rate will generally be considered modest. In considering whether a contribution or sponsorship is modest in amount, the frequency of contributions and related amounts will be taken into account. PRODATA ENERGY employees may not subdivide a contribution into smaller amounts to make the contribution appear modest.

VII. Obligation to Keep Accurate Books and Records

Since honesty and trustworthiness in all areas of our business is what sets us apart, PRODATA ENERGY is required by law to keep complete and reliable books, records and accounts.

Expenses must be fully and accurately described in all corporate documentation, not only as to the amounts of the expenses, but also as to their nature or purpose. Under no circumstances should any false or misleading record be created, nor should we accept a record that does not comply with our requirements from a supplier or third party. All corporate information, including business and financial transactions, must be disclosed in a timely and accurate manner.

Financial information must reflect actual transactions and conform to generally accepted accounting principles. Everyone is prohibited from setting up undisclosed or unrecorded funds or assets.

VIII. Obligation to Report Racketeering and Extortion Cases

If a public official or any other person (e.g., a potential customer) asks you for an improper payment, this does not constitute an excuse for violating this policy. PRODATA ENERGY employees must refuse such a request or demand and immediately report any attempt at blackmail or extortion to the Director.

PRODATA ENERGY's policy prohibits bribery and corruption either directly or indirectly. In some countries, hiring well-connected agents or "facilitators" to help identify and pitch new business, to introduce people or to put pressure on public officials is a common practice, but this may turn into a gateway to bribery. We expect our agents, consultants, joint venture partners, or any other third parties acting on our behalf ("Business Partners") to perform legitimate services, and to adhere to the standards of ethical and professional conduct as described in this Policy.

If you have identified an alert, please contact the Global Ethics Compliance Officer.

IX. KYC of our business partners and AML provisions



PRODATA ENERGY may be legally liable for the conduct of its business partners when the event occurs in the performance of their professional duties for the company. A partner cannot be asked to perform services for the company without proper due diligence and without an agreement containing the required Anti-Corruption and Anti-Money Laundering safeguards. Commercial and financial due diligence is not sufficient. Due diligence must take into account the reputation and integrity of potential business partners, as well as the extent of their internal controls to prevent abuse.

Deliberately ignoring warning signs can have the same consequences as having clear knowledge that dishonest conduct is taking place.

Once an alert has been identified, it should be reported to the audit committee, which will assess the risk and determine whether appropriate safeguards can be implemented to reduce those risks to an acceptable level.

Due to the potential liabilities associated with working with business partners, a number of measures are in place to protect PRODATA ENERGY:

- Due diligence should be documented and kept in a file accessible to for the business partner, which will be kept in the custody of the legal affairs leader's office. Due diligence should be updated periodically, at least every four years.
- Business partners should not be asked to provide services without a contract. Contracts help demonstrate the legitimate reasons why a partner (or the contracted entity) was engaged and the services it provides. Also, contracts typically contain provisions to help protect PRODATA ENERGY. As such, they are important.
- Employees should also ensure that compensation paid to a business partner represents an appropriate value consistent with legitimate assets or services provided. Payments to business partners must not be made in cash to anyone other than the counterparty to the contract, or at a location that has no connection to the location where the partner is based or where the contract activities are performed, such as a tax haven or offshore companies not linked to the partner.

Our responsibilities do not end once a business partner has a contract. We must constantly monitor the activities of our partners. Alerts or other concerns about the propriety of a partner's conduct that arise in the course of the relationship with that partner must be reported to the Global Ethics Compliance Officer so that risks can be weighed and appropriate safeguards developed. Some examples of issues that may arise regarding the conduct of a business partner:

- The business partner requests additional compensation when there is no legitimate need;
- There are reports that a public official, or a close relative or associate of a public official, has an interest in a business partner; or
- There are rumors that a partner is under investigation for money laundering or other criminal activity. PRODATA ENERGY may conduct business partner training, audits, or seek compliance certifications when appropriate.

PRODATA ENERGY encourages its employees to share its Anti-Corruption Policy with its business partners so that they are aware of its commitment to legal and ethical business practices.

PRODATA ENERGY employees working for a customer should not be enticed by improper payments or other dishonest conduct. Employees faced with a situation that raises such concerns should discuss it as soon as possible with their supervisor or seek advice from the audit committee staff. Do not attempt to resolve these types of problems on your own.



X. Employees Policy Knowledge

All employees must attest that they: have read and understand this policy; will abide by its terms; and have no knowledge of violations of this policy.

All PRODATA ENERGY employees who have knowledge or suspect that this policy may have been violated shall notify the audit committee immediately.

Employees who violate this policy will be subject to disciplinary action, which may include termination and may also be subject to individual criminal prosecution and/or civil prosecution in appropriate jurisdictions. Business partners who violate this policy are subject to termination of all business relationships with PRODATA ENERGY.



Roberto Villalba
President